

Buerger Declaration Exhibit 7

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

KALOMA CARDWELL,

Plaintiff,

-against- Case No.: 1:19-cv-10256-GHW

DAVIS POLK & WARDWELL LLP, THOMAS REID,
JOHN BICK, WILLIAM CHUDD, SOPHIA HUDSON,
HAROLD BIRNBAUM, DANIEL BRASS, BRIAN WOLFE,
and JOHN BUTLER,

Defendant(s).

Date: April 14, 2021

Time: 9:43 a.m.

DEPOSITION of SOPHIA HUDSON, held Remotely,
pursuant to Notice, taken before Judeen M.
Denniston, a reporter and Notary Public within
and for the State of New York.

Transcript contains Confidential/Highly
Confidential and Attorneys portions -
confidentiality designations legend
at back of transcript

<p style="text-align: right;">Page 2</p> <p>1</p> <p>2 A p p e a r a n c e s:</p> <p>3 On behalf of Plaintiff:</p> <p>4 JEFFRIES LAW</p> <p>5 1345 Avenue of the Americas</p> <p>6 New York, New York 10019</p> <p>7 BY: DAVID JEFFRIES, ESQ.</p> <p>8</p> <p>9 On behalf of Defendants:</p> <p>10 PAUL WEISS RIFKIND WHARTON & GARRISON LLP</p> <p>11 1285 Avenue of the Americas</p> <p>12 New York, New York 10019</p> <p>13 BY: SUSANNA M. BUERGEL, ESQ.</p> <p>14 and MARISSA DORAN, ESQ.</p> <p>15 and SONDR A SAPORTA, ESQ.</p> <p>16 and BRUCE BIRENBOIM, ESQ.</p> <p>17</p> <p>18 On behalf of Defendants:</p> <p>19 GIBSON DUNN & CRUTCHER, LLP</p> <p>20 1050 Connecticut Ave NW</p> <p>21 Washington DC 20036</p> <p>22 BY: GRETA WILLIAMS, ESQ.</p> <p>23 and</p> <p>24 GRACE HART, ESQ.</p> <p>25</p>	<p style="text-align: right;">Page 4</p> <p>1</p> <p>2 S T I P U L A T I O N S</p> <p>3</p> <p>4 IT IS HEREBY STIPULATED AND AGREED by</p> <p>5 and between the attorneys for the respective</p> <p>6 parties herein, that filing, sealing and</p> <p>7 certification be and the same are hereby</p> <p>8 waived.</p> <p>9</p> <p>10 IT IS FURTHER STIPULATED AND AGREED that</p> <p>11 all objections, except as to the form of the</p> <p>12 question shall be reserved to the time of</p> <p>13 the trial.</p> <p>14</p> <p>15 IT IS FURTHER STIPULATED AND AGREED that</p> <p>16 the within deposition may be signed and</p> <p>17 sworn to before any officer authorized to</p> <p>18 administer an oath, with the same force and</p> <p>19 effect as if signed and sworn to before the</p> <p>20 Court.</p> <p>21</p> <p>22</p> <p>23</p> <p>24 * * * * *</p> <p>25</p>
<p style="text-align: right;">Page 3</p> <p>1</p> <p>2 ALSO PRESENT:</p> <p>3 ZACH CZERENDA - CONCIERGE TECH</p> <p>4</p> <p>5</p> <p>6</p> <p>7</p> <p>8</p> <p>9</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23 * * * * *</p> <p>24</p> <p>25</p>	<p style="text-align: right;">Page 5</p> <p>1 CONFIDENTIAL</p> <p>2 S O P H I A H U D S O N, the witness herein,</p> <p>3 having first been duly sworn by a Notary</p> <p>4 Public of the State of New York, was</p> <p>5 examined and testified as follows:</p> <p>6 COURT REPORTER: State your name</p> <p>7 for the record, please.</p> <p>8 THE WITNESS: Sophia Hudson.</p> <p>9 COURT REPORTER: State your</p> <p>10 address for the record, please.</p> <p>11 THE WITNESS: 1185 Park Avenue,</p> <p>12 Apartment 4D, New York, New York,</p> <p>13 10128.</p> <p>14 COURT REPORTER: Thank you,</p> <p>15 first two questions are on the</p> <p>16 record.</p> <p>17 EXAMINATION BY</p> <p>18 MR. JEFFRIES:</p> <p>19 Q. Ms. Hudson, good morning.</p> <p>20 A. Good morning.</p> <p>21 Q. Okay, Ms. Hudson, have you been</p> <p>22 deposed before?</p> <p>23 A. No, and I'm just going to turn up</p> <p>24 the volume. I'm having a little hard time</p> <p>25 hearing you, Ms. Jeffries.</p>

<p style="text-align: right;">Page 130</p> <p>1 S. Hudson</p> <p>2 A. The Capital Markets partners did</p> <p>3 have meetings. I cannot recall whether they</p> <p>4 were monthly meetings.</p> <p>5 Q. Are you aware of whether or not any</p> <p>6 of the other practice groups had regularly</p> <p>7 scheduled monthly meetings? Are you aware of</p> <p>8 whether any of the other practice groups had</p> <p>9 regularly scheduled monthly meetings?</p> <p>10 A. Yeah.</p> <p>11 Q. Did you attend any of those meetings</p> <p>12 within the Capital Markets group?</p> <p>13 A. I attended the Capital Markets</p> <p>14 partners' meetings typically.</p> <p>15 Q. Were issues related to</p> <p>16 discrimination ever discussed at those</p> <p>17 meetings?</p> <p>18 A. I don't recall.</p> <p>19 Q. Were issues related to harassment</p> <p>20 ever discussed at those meetings?</p> <p>21 A. I don't recall.</p> <p>22 Q. Were issues related to retaliation</p> <p>23 ever discussed at those meetings?</p> <p>24 A. I don't recall.</p> <p>25 MS. WILLIAMS: Mr. Jeffries,</p>	<p style="text-align: right;">Page 132</p> <p>1 S. Hudson</p> <p>2 MS. WILLIAMS: Objection to</p> <p>3 form. Calls for speculation.</p> <p>4 A. I don't know.</p> <p>5 Q. Ms. Hudson, what's the earliest that</p> <p>6 you heard anything about Mr. Cardwell making</p> <p>7 comments about race or bias?</p> <p>8 MS. WILLIAMS: Objection.</p> <p>9 Lacks foundation, asked and</p> <p>10 answered. You may answer.</p> <p>11 A. I don't recall anyone making</p> <p>12 statements to me about Mr. Cardwell and any</p> <p>13 assertions as you described.</p> <p>14 Q. So that's not my question. My</p> <p>15 question is, what's the earliest that you</p> <p>16 heard anything about Mr. Cardwell making</p> <p>17 comments about race or bias?</p> <p>18 MS. WILLIAMS: Objection</p> <p>19 asked and answered. I believe</p> <p>20 she testified earlier that she</p> <p>21 has no recollection of hearing</p> <p>22 about any such comments.</p> <p>23 A. Correct I don't have any</p> <p>24 recollection. There's also no earliest</p> <p>25 recollection.</p>
<p style="text-align: right;">Page 131</p> <p>1 CONFIDENTIAL</p> <p>2 I'd like to take a break. I</p> <p>3 don't know if you want to finish</p> <p>4 this line of questioning, but</p> <p>5 I'd like to take a break soon.</p> <p>6 MR. JEFFRIES: If you can</p> <p>7 give, okay. Five to 10 minutes?</p> <p>8 MS. WILLIAMS: Sounds good.</p> <p>9 MR. JEFFRIES: What would</p> <p>10 accommodate you best?</p> <p>11 MS. WILLIAMS: Five minutes</p> <p>12 or so is fine. Why don't we say</p> <p>13 2:50? That's seven minutes.</p> <p>14 MR. JEFFRIES: Okay,</p> <p>15 actually let's just do 10</p> <p>16 minutes.</p> <p>17 MS. WILLIAMS: Okay, thanks.</p> <p>18 (Whereupon, a short recess</p> <p>19 was taken.)</p> <p>20 (Back on the record.)</p> <p>21 BY MR. JEFFRIES (continuing):</p> <p>22 Q. Ms. Hudson, during Mr. Cardwell's</p> <p>23 employment, did anyone say anything about Mr.</p> <p>24 Cardwell questioning, whether his assignments</p> <p>25 were connected to race or bias?</p>	<p style="text-align: right;">Page 133</p> <p>1 S. Hudson</p> <p>2 Q. Well, you testified to knowing about</p> <p>3 the filing of the complaint in 2019, is that</p> <p>4 correct?</p> <p>5 MS. WILLIAMS: Object to</p> <p>6 form.</p> <p>7 Q. Knowing about the filing of Mr.</p> <p>8 Cardwell's federal complaint in 2019. You</p> <p>9 testified about that, correct?</p> <p>10 A. Yes.</p> <p>11 REDACTED</p> <p>REDACTED</p> <p>REDACTED</p> <p>REDACTED</p> <p>REDACTED</p> <p>REDACTED</p> <p>REDACTED</p> <p>REDACTED</p> <p>REDACTED</p> <p>20 Q. So to be clear, you do not know you</p> <p>21 have not heard anything about Mr. Cardwell's</p> <p>22 comments related to race or bias in 2018 at</p> <p>23 all, is that correct?</p> <p>24 MS. WILLIAMS: Objection.</p> <p>25 Asked and answered. Lacks</p>

<p style="text-align: right;">Page 134</p> <p>1 S. Hudson</p> <p>2 foundation may answer.</p> <p>3 A. I don't remember hearing no. Do the</p> <p>4 answers. I don't remember. I don't remember</p> <p>5 hearing about anything like that.</p> <p>6 Q. And same question for 2017.</p> <p>7 MS. WILLIAMS: Objection.</p> <p>8 Asked and answered lacks</p> <p>9 foundation. You may answer.</p> <p>10 A. You see, when you say same question.</p> <p>11 I don't remember hearing about any, any such,</p> <p>12 comments in 2017 either.</p> <p>13 Q. What's the earliest that you heard</p> <p>14 anything about Mr. Cardwell making comments</p> <p>15 related to how he believed his race was</p> <p>16 impacting his assignments or hours or</p> <p>17 evaluations.</p> <p>18 MS. WILLIAMS: Objection.</p> <p>19 Asked and answered again. Lacks</p> <p>20 foundation, you may answer.</p> <p>21 A. I don't remember hearing anything</p> <p>22 about that.</p> <p>23 Q. So let's turn back to tab 11.</p> <p>24 CONCIERGE TECH: Tab 11,</p> <p>25 Exhibit 10 should be your marked</p>	<p style="text-align: right;">Page 136</p> <p>1 S. Hudson</p> <p>2 Q. During Mr. Cardwell's employment,</p> <p>3 did you hear anyone describe any matter that</p> <p>4 Mr. Cardwell worked on as a project?</p> <p>5 A. Sorry, could the court reporter just</p> <p>6 please repeat back that question?</p> <p>7 MS. WILLIAMS: Object to the</p> <p>8 form.</p> <p>9 Q. I'm actually going to restate what I</p> <p>10 believe that there may be a word in there</p> <p>11 that's different. My question was during Mr.</p> <p>12 Cardwell's employment, did you hear anyone</p> <p>13 describe any matter that Mr. Cardwell worked</p> <p>14 on as a project?</p> <p>15 A. So I don't remember.</p> <p>16 Q. During Mr. Cardwell's employment,</p> <p>17 did the word project have any particular</p> <p>18 meaning or purpose among some partners?</p> <p>19 MS. WILLIAMS: Object to the</p> <p>20 form?</p> <p>21 A. I don't know.</p> <p>22 Q. During Mr. Cardwell's employment,</p> <p>23 did the word project have any particular</p> <p>24 meaning or purpose among, one moment, one</p> <p>25 moment. During Mr. Caldwell's employment? Was</p>
<p style="text-align: right;">Page 135</p> <p>1 CONFIDENTIAL</p> <p>2 exhibit folders.</p> <p>3 (Whereupon, the witness was</p> <p>4 shown a document marked as</p> <p>5 Exhibit 10 for identification as</p> <p>6 of this date.)</p> <p>7 Q. Do you see where it says Columbia</p> <p>8 needs to be someone's project as soon as</p> <p>9 possible? I E get work and hours and direct</p> <p>10 feedback.</p> <p>11 A. I see that this email that we talked</p> <p>12 about before, that I'd never seen before does</p> <p>13 say that.</p> <p>14 Q. During Mr. Cardwell's employment,</p> <p>15 did you hear anyone described Mr. Cardwell as</p> <p>16 a project?</p> <p>17 A. I, Oh, sorry. Go ahead. Yeah. I</p> <p>18 don't remember hearing Mr. Cardwell described</p> <p>19 as a project.</p> <p>20 Q. Did during Mr. Cardwell's</p> <p>21 employment. Did you hear anyone described Mr.</p> <p>22 Cardwell needing to be, or going to be a</p> <p>23 project?</p> <p>24 A. I don't remember hearing Mr. Carl</p> <p>25 Cardwell describing that way.</p>	<p style="text-align: right;">Page 137</p> <p>1 S. Hudson</p> <p>2 the word project a type of code word for</p> <p>3 anything?</p> <p>4 MS. WILLIAMS: Object to the</p> <p>5 form?</p> <p>6 A. I don't know.</p> <p>7 Q. At the firm. Did Mr. Cardwell ever</p> <p>8 become the firm's project?</p> <p>9 MS. WILLIAMS: Object to the</p> <p>10 form?</p> <p>11 A. I don't know.</p> <p>12 Q. Did anyone at the firm make Cardwell</p> <p>13 someone, make Mr. Cardwell someone's project?</p> <p>14 MS. WILLIAMS: Object to the</p> <p>15 form.</p> <p>16 A. I don't know.</p> <p>17 Q. At this time in Mr. Cardwell's</p> <p>18 employment in September, October of 2016, did</p> <p>19 you believe that Mr. Cardwell was a poor</p> <p>20 performer?</p> <p>21 MS. WILLIAMS: Object to the</p> <p>22 form.</p> <p>23 A. I don't know.</p> <p>24 Q. Is that to say you don't know around</p> <p>25 this period, whether you thought Mr. Cardwell</p>

35 (Pages 134 - 137)

<p style="text-align: right;">Page 150</p> <p>1 S. Hudson</p> <p>2 I'm sorry. I didn't hear that</p> <p>3 question, can you read it back?</p> <p>4 Q. March 21st, 2017, you became aware</p> <p>5 that Mr. Cardwell asked the firm if you could</p> <p>6 review his personnel file and performance</p> <p>7 reviews, correct?</p> <p>8 MS. WILLIAMS: Object to the</p> <p>9 form, lacks foundation. You may</p> <p>10 answer.</p> <p>11 A. No.</p> <p>12 Q. During Mr. Cardwell's employment,</p> <p>13 did you hear anything about Mr. Cardwell</p> <p>14 asking the firm if he could review his</p> <p>15 personnel file and performance reviews?</p> <p>16 MS. WILLIAMS: Same</p> <p>17 objection, you may answer.</p> <p>18 A. I don't recall hearing anything</p> <p>19 about that.</p> <p>20 Q. During Mr. Cardwell's employment,</p> <p>21 did you ever hear anything about Mr.</p> <p>22 Cardwell, Thomas Reed and Lynn Cranen having</p> <p>23 a meeting?</p> <p>24 MS. WILLIAMS: Object to the</p> <p>25 form, lacks foundation. You may</p>	<p style="text-align: right;">Page 152</p> <p>1 CONFIDENTIAL</p> <p>2 participating in any discussions about that</p> <p>3 meeting ever.</p> <p>4 Q. Ever. Through Mr. Cardwell's</p> <p>5 employment, did you ever hear anything about</p> <p>6 Mr. Cardwell contacting Louis Goldberg about</p> <p>7 how his experience at Davis Polk had made him</p> <p>8 physically ill?</p> <p>9 MS. WILLIAMS: Objection,</p> <p>10 lacks foundation.</p> <p>11 A. I don't remember hearing anything</p> <p>12 about that.</p> <p>13 Q. And in 2017... Well, who is Louis</p> <p>14 Goldberg?</p> <p>15 A. Louis Goldberg is an M&A partner at</p> <p>16 Davis Polk.</p> <p>17 Q. Would he have been an M&A partner at</p> <p>18 Davis Polk in 2017?</p> <p>19 A. Yes.</p> <p>20 Q. During Mr. Cardwell's employment,</p> <p>21 did you ever hear anything about Mr.</p> <p>22 Cardwell, Louis Goldberg and Sharon Crane</p> <p>23 having a meeting?</p> <p>24 A. I don't recall hearing anything</p> <p>25 about that meeting or about a meeting. Can</p>
<p style="text-align: right;">Page 151</p> <p>1 S. Hudson</p> <p>2 answer.</p> <p>3 A. No, I don't remember hearing</p> <p>4 anything about that.</p> <p>5 Q. Did you participate in any</p> <p>6 discussions about Mr. Cardwell having a</p> <p>7 meeting with Thomas Reed and Lynn Crane?</p> <p>8 MS. WILLIAMS: Objection to</p> <p>9 form, lacks foundation. Asked</p> <p>10 and answered.</p> <p>11 A. I don't remember participating in</p> <p>12 any such meetings.</p> <p>13 Q. I'm sorry, what was that?</p> <p>14 A. I don't remember participating in</p> <p>15 any such meetings.</p> <p>16 Q. Ever?</p> <p>17 A. Well, the meetings that you</p> <p>18 described in your question, I don't remember</p> <p>19 participating in any of the meetings that you</p> <p>20 described in your question.</p> <p>21 Q. Well, I'm not asking you about</p> <p>22 participation in the meeting. I'm asking you</p> <p>23 if you participated in any discussions</p> <p>24 related to [crosstalk] --</p> <p>25 A. Yeah, no. I don't remember</p>	<p style="text-align: right;">Page 153</p> <p>1 S. Hudson</p> <p>2 you describe?</p> <p>3 Q. Ms. Hudson, when did you first</p> <p>4 REDACTED</p> <p>5 [REDACTED]</p> <p>6 [REDACTED]</p> <p>7 [REDACTED]</p> <p>8 [REDACTED]</p> <p>9 [REDACTED]</p> <p>10 [REDACTED]</p> <p>11 [REDACTED]</p> <p>12 [REDACTED]</p> <p>13 [REDACTED]</p> <p>14 [REDACTED]</p> <p>15 [REDACTED]</p> <p>16 [REDACTED]</p> <p>17 [REDACTED]</p> <p>18 [REDACTED]</p> <p>19 [REDACTED]</p> <p>20 [REDACTED]</p> <p>21 [REDACTED]</p> <p>22 [REDACTED]</p> <p>23 [REDACTED]</p> <p>24 [REDACTED]</p> <p>25 [REDACTED]</p>

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1 S. Hudson
2 MS. WILLIAMS: Objection.
3 A. No.
4 Q. Did you speak with Tom Reed about
5 the EOC or NYSD HR complaint?
6 MS. WILLIAMS: Objection.
7 A. No.
8 Q. Did you speak with John Butler about
9 the NYSD HR or EOC complaint?
10 A. No.
11 MS. WILLIAMS: Objection.
12 A. No, sorry.
13 Q. Did you speak with William Chudd
14 about the NYSD HR or EOC complaint?
15 MS. WILLIAMS: Objection.
16 A. No.
17 Q. Did you speak with Howard Bimbaum
18 about the EOC or NYSD HR complaint?
19 MS. WILLIAMS: Objection.
20 A. No.
21 Q. Did you speak with Brian Wolfe about
22 the NYSD HR or EOC complaint?
23 MS. WILLIAMS: Objection.
24 A. No.
25 Q. Did you talk to any M&A partners

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1 S. Hudson
2 Cardwell file a complaint?
3 MS. WILLIAMS: Object to the
4 form, calls for speculation.
5 Q. You can answer.
6 A. I have not. I told you I've read the
7 complaint, obviously read the revised
8 complaints, but haven't memorized them and I
9 can't read back to you the chronology of
10 events.
11 Q. Well based on what you read, what do
12 you remember him to have alleged?
13 MS. WILLIAMS: Objection.
14 A. So I think the complaint says or
15 alleges, the complaint alleges, that he was
16 discriminated against by Davis Polk and
17 retaliated against by Davis Polk.
18 Q. Did you talk to any M&A partners
19 about Mr. Cardwell's EOC or NYSD HR
20 complaints?
21 MS. WILLIAMS: Objection.
22 A. No.
23 Q. Did you speak with John Bick about
24 Mr. Cardwell's EOC complaint or in NYSD HR
25 complaint?

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1 S. Hudson
2 MS. WILLIAMS: Objection.
3 A. No.
4 Q. Did you speak with Tom Reed about
5 the EOC or NYSD HR complaint?
6 MS. WILLIAMS: Objection.
7 A. No.
8 Q. Did you speak with John Butler about
9 the NYSD HR or EOC complaint?
10 A. No.
11 MS. WILLIAMS: Objection.
12 A. No, sorry.
13 Q. Did you speak with William Chudd
14 about the NYSD HR or EOC complaint?
15 MS. WILLIAMS: Objection.
16 A. No.
17 Q. Did you speak with Howard Bimbaum
18 about the EOC or NYSD HR complaint?
19 MS. WILLIAMS: Objection.
20 A. No.
21 Q. Did you speak with Brian Wolfe about
22 the NYSD HR or EOC complaint?
23 MS. WILLIAMS: Objection.
24 A. No.
25 Q. Did you talk to any M&A partners

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1 S. Hudson
2 about Mr. Cardwell's EOC or NYSD HR
3 complaints?
4 MS. WILLIAMS: Objection.
5 A. No.
6 Q. Based on what you know, did Davis
7 Polk file a response to Mr. Cardwell's EOC
8 complaint?
9 MS. WILLIAMS: Objection.
10 Again, I'm going to instruct if
11 you know about that
12 independently from the
13 complaint, you may answer it to
14 the extent you know about that
15 through conversations with
16 counsel, I'm going to instruct
17 you not to answer.
18 Q. And I'm going to again indicate the
19 fact that it's entirely proper for an answer
20 to be given with respect to a factual
21 occurrence. I'm not asking about a privileged
22 communication, but rather about a factual
23 occurrence and Ms. Hudson, to the extent that
24 you have information relative to that
25 question, I'm going to ask you to proceed.

<p style="text-align: right;">Page 158</p> <p>1 S. Hudson</p> <p>2 MS. WILLIAMS: And Mr.</p> <p>3 Jeffries, the facts that I</p> <p>4 choose to relay to her or not</p> <p>5 and how I choose to relay them,</p> <p>6 that I do or any of her other</p> <p>7 lawyers choose to relay, I'm</p> <p>8 going to assert privilege over</p> <p>9 those and instruct her not to</p> <p>10 answer. Ms. Hudson, if you know</p> <p>11 about the response by Davis Polk</p> <p>12 that Mr. Jeffries asked you</p> <p>13 about independently from</p> <p>14 conversations with counsel, you</p> <p>15 may answer.</p> <p>16 A. I know that Davis Polk, their</p> <p>17 response.</p> <p>18 Q. Were you involved in any way in the</p> <p>19 drafting or creation of any of the</p> <p>20 information that appeared in Davis Polk's</p> <p>21 NYSD HR answer and position statement?</p> <p>22 MS. WILLIAMS: Objection. To</p> <p>23 the extent that that would</p> <p>24 reveal any conversations with</p> <p>25 counsel. You may answer.</p>	<p style="text-align: right;">Page 160</p> <p>1 S. Hudson</p> <p>2 indicated that she's read. And</p> <p>3 so I'll restate the question.</p> <p>4 Did Mr. Cardwell receive</p> <p>5 meaningful real time feedback</p> <p>6 over the course of years?</p> <p>7 MS. WILLIAMS: Object to the</p> <p>8 form of the question, calls for</p> <p>9 speculation. You may answer.</p> <p>10 A. I don't know.</p> <p>11 Q. Did he receive meaningful real time</p> <p>12 feedback while he worked in the Capital</p> <p>13 Markets department?</p> <p>14 MS. WILLIAMS: Same</p> <p>15 objections.</p> <p>16 A. He received meaningful real time</p> <p>17 feedback from me.</p> <p>18 Q. What about anyone else?</p> <p>19 A. I don't know.</p> <p>20 Q. And what real time meaningful</p> <p>21 feedback did you give Mr. Cardwell, Ms.</p> <p>22 Hudson?</p> <p>23 A. I cannot recall the specific</p> <p>24 conversations, emails, markups, but over the</p> <p>25 time that we worked together I would have</p>
<p style="text-align: right;">Page 159</p> <p>1 S. Hudson</p> <p>2 A. No.</p> <p>3 Q. No? Is that your answer?</p> <p>4 A. My answer is no.</p> <p>5 Q. And is that because it is your</p> <p>6 understanding that that question calls for a</p> <p>7 privileged response or is it answered just</p> <p>8 no, you were not involved?</p> <p>9 A. I didn't know about the EOC</p> <p>10 complaint or response until I read the</p> <p>11 federal complaint that was filed.</p> <p>12 Q. The firm told NYSD HR that Mr.</p> <p>13 Cardwell received meaningful real time</p> <p>14 feedback over the course of years, is that</p> <p>15 true?</p> <p>16 MS. WILLIAMS: Object to the</p> <p>17 form of question.</p> <p>18 Are you reading from a</p> <p>19 document, Mr. Jeffries?</p> <p>20 MR. JEFFRIES: I'm asking</p> <p>21 the question on the basis of the</p> <p>22 NYSD HR complaint that was filed</p> <p>23 on the information that was</p> <p>24 contained within the federal</p> <p>25 complaints that Ms. Hudson</p>	<p style="text-align: right;">Page 161</p> <p>1 CONFIDENTIAL</p> <p>2 given him, there were many emails, phone</p> <p>3 calls, in-person meetings, markups of work</p> <p>4 product, which would have been real time</p> <p>5 feedback.</p> <p>6 MR. JEFFRIES: One moment.</p> <p>7 Oh Madam reporter, can you take</p> <p>8 the exhibit down?</p> <p>9 COURT REPORTER: I'm not in</p> <p>10 control, sorry.</p> <p>11 MR. JEFFRIES: Oh.</p> <p>12 COURT REPORTER: Sorry,</p> <p>13 that's Zack.</p> <p>14 CONCEIRGE TECH: I'm sorry.</p> <p>15 COURT REPORTER: No problem.</p> <p>16 Q. Within those documents and</p> <p>17 communications, what was the substance of the</p> <p>18 feedback that you gave Mr. Cardwell, Ms.</p> <p>19 Hudson?</p> <p>20 MS. WILLIAMS: Object to the</p> <p>21 form.</p> <p>22 A. Which documents and communications</p> <p>23 are you referring to?</p> <p>24 Q. The ones that you mentioned would</p> <p>25 have contained the feedback that you gave to</p>

Page 174	<p>S. Hudson sensitive. And from what I recall, it was a very time sensitive, compact timeframe under which we had to do an established series of tasks. So when I say we, I was the partner supervising it. A lot of the tasks were junior level type tasks. Putting together diligence request lists, reviewing diligence documents, circling numbers in offering documents for cover letters, circling other types of information in the offering documents for backup and then reviewing the backup that the company provided for to back up those statements. So all what I considered to be very simple tasks that can be performed by a junior associate and my again, very time sensitive, but needed to be done, not complicated, not difficult, just needed to be done. It needed to be done in a timely fashion. And the concern that I had about Kaloma's performance was that he operated very slowly on this and jeopardized the ability for us to meet our client's</p>
Page 175	<p>CONFIDENTIAL/HIGHLY CONFIDENTIAL expectations to get through this very set and well-defined series of simple tasks on a tight timeframe.</p> <p>Q. How many performance reviews did you complete for Mr. Cardwell?</p> <p>A. Two.</p> <p>Q. Did anyone else have input on Mr. Cardwell's performance evaluations?</p> <p>A. So on the performance evaluations, on the two performance evaluations that I drafted for Mr. Cardwell, I drew my personal experience working with him as well as the feedback that I got from the other team members on the deals, namely [REDACTED] and [REDACTED]</p> <p>Q. Anyone else aside from [REDACTED] and [REDACTED] have input on the performance reviews that you generated from Mr. Cardwell?</p> <p>MS. WILLIAMS: Objection, misstates testimony.</p> <p>A. So my performance reviews were based on my experience working with Mr. Cardwell, together with the input that I got from [REDACTED] and [REDACTED]. It is possible that I might've gotten feedback directly from the</p>
	<p style="text-align: center;">CONFIDENTIAL/ HIGHLY CONFIDENTIAL</p> <p>client. It wouldn't have been on [REDACTED], it would have been on [REDACTED] but I don't recall. [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] Informing my assessment of Mr. Cardwell's performance on the two deals that</p>
Page 176	<p>CONFIDENTIAL/HIGHLY CONFIDENTIAL</p> <p>I worked with him, I took into account the feedback that I had gotten from the associates, [REDACTED] and [REDACTED] during the time that we worked on those deals.</p> <p>Q. Now I'm asking you about them one at a time.</p> <p>A. Sure.</p> <p>Q. And so I'm asking about the decision with respect to what went into the performance review. I'm asking you who had input on the performance reviews? [REDACTED] did not decide what was in the review, but you get input into how the document was generated, correct?</p> <p>MS. WILLIAMS: Objection, misstates testimony, last foundation. You may answer.</p> <p>A. [REDACTED] had no input into what I put into what I wrote in the sense of we didn't talk about the words, we didn't talk about the conclusions, but I used the information that I had gathered from [REDACTED] while we worked on that deal to, well I used the information that I had from [REDACTED] or from</p>

<p style="text-align: right;">Page 178</p> <p>1 CONFIDENTIAL/HIGHLY CONFIDENTIAL</p> <p>2 that deal when I wrote the performance</p> <p>3 review.</p> <p>4 Q. Is it the same methodology by which</p> <p>5 Eric would have had input?</p> <p>6 MS. WILLIAMS: Object to the</p> <p>7 form, lacks foundation. You may</p> <p>8 answer.</p> <p>9 A. Yes.</p> <p>10 Q. And is that the same manner in which</p> <p>11 the client would have had input?</p> <p>12 A. No. If the client had said anything</p> <p>13 to me, it would've just been to talk to me</p> <p>14 about whether the firm was performing</p> <p>15 adequately and I would have taken whatever</p> <p>16 the client said into account when assessing</p> <p>17 Kaloma, but I don't think clients are focused</p> <p>18 on firm performance reviews.</p> <p>19 Q. So for your June 2016 review?</p> <p>20 A. Yeah.</p> <p>21 Q. Did anyone other than Connor or Eric</p> <p>22 have input prior to you writing it?</p> <p>23 A. No.</p> <p>24 MS. WILLIAMS: Object to the</p> <p>25 form.</p>	<p style="text-align: right;">Page 180</p> <p>1 S. Hudson</p> <p>2 A. There was no incremental input from</p> <p>3 Eric or Connor. It was the same process as I</p> <p>4 described.</p> <p>5 Q. What was the time of those</p> <p>6 performance evaluations relative to Mr.</p> <p>7 Cardwell's complaints?</p> <p>8 MS. WILLIAMS: Object to the</p> <p>9 form, lacks foundation. You may</p> <p>10 answer.</p> <p>11 A. I can't answer. I don't know about,</p> <p>12 I know the timing of the performance reviews</p> <p>13 were in June and September. I have no idea</p> <p>14 about the timing of any complaints.</p> <p>15 Q. During Mr. Cardwell's employment,</p> <p>16 did you ever wonder if any of Mr. Cardwell's</p> <p>17 performance reviews were impacted by his</p> <p>18 complaints?</p> <p>19 MS. WILLIAMS: Object to the</p> <p>20 form, lacks foundation. She's</p> <p>21 already said she wasn't aware of</p> <p>22 any.</p> <p>23 A. I wasn't aware of the complaints and</p> <p>24 so I didn't wonder about anything related to</p> <p>25 any complaints.</p>
<p style="text-align: right;">Page 179</p> <p>1 S. Hudson</p> <p>2 A. No.</p> <p>3 Q. And turning to the second review</p> <p>4 that you did for Mr. Cardwell.</p> <p>5 A. Sure.</p> <p>6 Q. Do you recall when you did a second</p> <p>7 review for Mr. Cardwell?</p> <p>8 A. September of 2016.</p> <p>9 Q. Did that review also include work</p> <p>10 that had been done with a team including Mr.</p> <p>11 Cardwell, Eric and Connor or with other</p> <p>12 people?</p> <p>13 MS. WILLIAMS: Objection to</p> <p>14 the form.</p> <p>15 A. Yes, that review covered the same</p> <p>16 review period so it was the same two matters</p> <p>17 with the same two members.</p> <p>18 Q. And in regards to the September of</p> <p>19 2016 review, anyone else have input on that</p> <p>20 review besides you?</p> <p>21 MS. WILLIAMS: Object to the</p> <p>22 form.</p> <p>23 A. No.</p> <p>24 Q. So did Eric or Connor have input on</p> <p>25 that review?</p>	<p style="text-align: right;">Page 181</p> <p>1 S. Hudson</p> <p>2 Q. Was Mr. Cardwell ever placed on a</p> <p>3 performance improvement plan?</p> <p>4 A. I don't know.</p> <p>5 Q. Did you ever recommend that Mr.</p> <p>6 Cardwell be placed on any type of improvement</p> <p>7 plan?</p> <p>8 A. I don't think so. Not really. I'm</p> <p>9 not familiar with that term. Vaguely, I'm</p> <p>10 starting to vaguely remember. It's been years</p> <p>11 since I've heard that term, but.</p> <p>12 Q. Well are you familiar with the</p> <p>13 concept of a performance improvement plan?</p> <p>14 A. No, I'm just vaguely starting to</p> <p>15 remember that I may have heard that term at</p> <p>16 some point, but I'm not exactly sure what it</p> <p>17 refers to.</p> <p>18 Q. Did you recommend any type of</p> <p>19 remedial steps to be taken with respect to</p> <p>20 Mr. Cardwell to improve his performance?</p> <p>21 MS. WILLIAMS: Object to the</p> <p>22 form.</p> <p>23 A. Yes, my performance reviews included</p> <p>24 recommended steps to take, recommended</p> <p>25 actions to do.</p>

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<p style="text-align: right;">Page 198</p> <p>1 CONFIDENTIAL</p> <p>2 can we take another break</p> <p>3 please?</p> <p>4 MR. JEFFRIES: Sure.</p> <p>5 (Whereupon, a short recess</p> <p>6 was taken.)</p> <p>7 (Back on the record.)</p> <p>8 BY MR. JEFFRIES (continuing):</p> <p>9 Q. Ms. Hudson, is Mr. Cardwell still</p> <p>10 employed at Davis Polk?</p> <p>11 A. No. At the beginning of today we</p> <p>12 established that his employment lasted</p> <p>13 through August 10th, 2018.</p> <p>14 Q. Was he terminated?</p> <p>15 MS. WILLIAMS: Objection.</p> <p>16 A. I believe so.</p> <p>17 Q. What is the earliest moment that you</p> <p>18 thought Mr. Cardwell may be terminated?</p> <p>19 MS. WILLIAMS: Object to the</p> <p>20 form; lacks foundation. You may</p> <p>21 answer.</p> <p>22 A. I don't know. I had no reason to</p> <p>23 think he might be terminated, based on my</p> <p>24 time working with him.</p> <p>25 Q. When did you first hear that someone</p>	<p style="text-align: right;">Page 200</p> <p>1 S. Hudson</p> <p>2 Q. Did you have input in the decision</p> <p>3 to terminate Mr. Cardwell?</p> <p>4 MS. WILLIAMS: Objection to</p> <p>5 the form; asked and answered</p> <p>6 several times now.</p> <p>7 A. No.</p> <p>8 Q. Do you typically have input in</p> <p>9 decisions to terminate associates due to</p> <p>10 performance?</p> <p>11 MS. WILLIAMS: Objection to</p> <p>12 the form.</p> <p>13 A. During my time at Davis Polk I</p> <p>14 would've only had input regarding employment</p> <p>15 decisions for associates in the Capital</p> <p>16 Markets group.</p> <p>17 Q. How was the termination decision</p> <p>18 communicated to Mr. Cardwell?</p> <p>19 A. I don't know.</p> <p>20 MS. WILLIAMS: Objection to</p> <p>21 the form.</p> <p>22 A. Sorry.</p> <p>23 Q. How many other employees been</p> <p>24 terminated for the same reason that Mr.</p> <p>25 Cardwell was terminated for?</p>
<p style="text-align: right;">Page 199</p> <p>1 S. Hudson</p> <p>2 from the firm was interested in Mr. Cardwell</p> <p>3 working somewhere other than Davis Polk?</p> <p>4 MS. WILLIAMS: Object to the</p> <p>5 form; lacks foundation. You may</p> <p>6 answer.</p> <p>7 A. I wasn't told that someone was</p> <p>8 interested in him working somewhere other</p> <p>9 than Davis Polk.</p> <p>10 Q. Why was Mr. Cardwell terminated?</p> <p>11 MS. WILLIAMS: Objection.</p> <p>12 REDACTED</p> <p>13 REDACTED</p> <p>14 Q. Who made the decision to terminate</p> <p>15 Mr. Cardwell?</p> <p>16 MS. WILLIAMS: Objection.</p> <p>17 A. I wasn't involved in the decision. I</p> <p>18 don't know who, specifically, decided to</p> <p>19 terminate Mr. Cardwell.</p> <p>20 Q. Generally, who made the decision to</p> <p>21 terminate Mr. Cardwell?</p> <p>22 MS. WILLIAMS: Objection to</p> <p>23 the form; asked and answered.</p> <p>24 A. I wasn't involved in the decision</p> <p>25 and I don't know who made the decision.</p>	<p style="text-align: right;">Page 201</p> <p>1 S. Hudson</p> <p>2 MS. WILLIAMS: Object to the</p> <p>3 form; calls for speculation,</p> <p>4 lacks foundation. You may</p> <p>5 answer.</p> <p>6 A. I don't know why Mr. Cardwell was</p> <p>7 terminated and whether other employees were</p> <p>8 terminated for the same reason.</p> <p>9 Q. During Mr. Cardwell's employment,</p> <p>10 what steps normally preceded the firm</p> <p>11 terminating an associate for poor</p> <p>12 performance?</p> <p>13 MS. WILLIAMS: Object to</p> <p>14 form. You may answer.</p> <p>15 A. I'm trying to think about what I</p> <p>16 know. Bad performance reviews, for example.</p> <p>17 That would be a step that preceded being</p> <p>18 terminated for poor performance, typically.</p> <p>19 Q. During Mr. Cardwell's employment,</p> <p>20 were associates allowed to remain employed at</p> <p>21 the firm despite receiving behind ratings in</p> <p>22 performance reviews in a prior review period?</p> <p>23 MS. WILLIAMS: Object to the</p> <p>24 form.</p> <p>25 A. An associate who had received...</p>

<p style="text-align: right;">Page 238</p> <p>1 S. Hudson</p> <p>2 Q. So there are no relevant details</p> <p>3 being left out this time, correct?</p> <p>4 A. That's my recollection of how this</p> <p>5 came about.</p> <p>6 Q. Did you refresh that recollection</p> <p>7 prior to your testimony here today?</p> <p>8 MS. WILLIAMS: Objection to</p> <p>9 the form and object to the</p> <p>10 extent it cause for her to</p> <p>11 reveal any privileged</p> <p>12 communications.</p> <p>13 Q. You can answer.</p> <p>14 A. I think this is called out in one of</p> <p>15 your communications with the court, so that</p> <p>16 may have been what has refreshed my</p> <p>17 recollection, is your calling it out and my</p> <p>18 thinking about it.</p> <p>19 Q. Now I'm going to ask that --</p> <p>20 A. An iterative process.</p> <p>21 MR. JEFFRIES: I'm going to</p> <p>22 ask that Tab 18 be moved in.</p> <p>23 CONCIERGE TECH: Tab 18,</p> <p>24 Exhibit 16, should be in your</p> <p>25 marked exhibits folders.</p>	<p style="text-align: right;">Page 240</p> <p>1 S. Hudson</p> <p>2 improper compilation. This</p> <p>3 document, the single page with</p> <p>4 the Bates number DPWSDNY-</p> <p>5 000141354 [crosstalk] --</p> <p>6 MR. JEFFRIES: [crosstalk]</p> <p>7 One moment. I think there's a</p> <p>8 domestic violence dispute taking</p> <p>9 place. One moment. Okay. Now,</p> <p>10 Tab 20 moved in?</p> <p>11 CONCIERGE TECH: Tab 20,</p> <p>12 Exhibit 17, should be in your</p> <p>13 marked exhibit folders.</p> <p>14 (Whereupon, the witness was</p> <p>15 shown a document marked as</p> <p>16 Exhibit 17 for identification as</p> <p>17 of this date.)</p> <p>18 Q. Okay. Now, I want you to take a look</p> <p>19 at this item Ms. Hudson. Do you recognize it?</p> <p>20 MS. DORAN: And if you could</p> <p>21 just give us minute. The</p> <p>22 documents are loading slowly.</p> <p>23 Sorry, that's fine. Go ahead.</p> <p>24 Q. All right.</p> <p>25 A. Yes. I have seen this, yeah.</p>
<p style="text-align: right;">Page 239</p> <p>1 S. Hudson</p> <p>2 (Whereupon, the witness was</p> <p>3 shown a document marked as</p> <p>4 Exhibit 16 for identification as</p> <p>5 of this date.)</p> <p>6 Q. So just... Well, take a moment to</p> <p>7 look at the exhibit that's been moved in.</p> <p>8 A. Oh, wow. This goes way down. Okay.</p> <p>9 This is a very long exhibit.</p> <p>10 MS. WILLIAMS: This is a 92</p> <p>11 page document Mr. Jeffries. Is</p> <p>12 there [crosstalk] --</p> <p>13 MR. JEFFRIES: Yes. I --</p> <p>14 MS. WILLIAMS: [crosstalk]</p> <p>15 to focus on?</p> <p>16 MR. JEFFRIES: Give me one</p> <p>17 moment. Let's see.</p> <p>18 MS. DORAN: If you could</p> <p>19 just give me a moment to load</p> <p>20 the document David. David,</p> <p>21 you're on document 16, what</p> <p>22 you've called exhibit 16.</p> <p>23 MR. JEFFRIES: Yes.</p> <p>24 MS. DORAN: I just want to</p> <p>25 object to the extent this is an</p>	<p style="text-align: right;">Page 241</p> <p>1 CONFIDENTIAL</p> <p>2 Q. You've seen this. In fact, if we</p> <p>3 turn to the bottom of this document, November</p> <p>4 9th, 2015 at 12:48 PM, that's an email from</p> <p>5 you, correct?</p> <p>6 A. Yes.</p> <p>7 Q. You're the author of that document,</p> <p>8 right?</p> <p>9 A. Yes.</p> <p>10 Q. And it states, "May I please be sent</p> <p>11 a folder with his reviews since starting at</p> <p>12 DPW. Thanks. Sophia Hudson," right?</p> <p>13 A. Yes.</p> <p>14 Q. And the subject line is, "Kaloma,"</p> <p>15 correct?</p> <p>16 A. Yes.</p> <p>17 Q. And that's sent to Rocio Clausen,</p> <p>18 right?</p> <p>19 A. Yes.</p> <p>20 Q. And then the response from Rocio is,</p> <p>21 "Sure. Will send to you this afternoon. Is</p> <p>22 everything okay?" Right?</p> <p>23 A. Yes.</p> <p>24 Q. Well, why do you think Rocio asked,</p> <p>25 "Is everything okay," in response to your</p>

<p style="text-align: right;">Page 242</p> <p>1 HIGHLY CONFIDENTIAL</p> <p>2 request?</p> <p>3 MS. WILLIAMS: Object to</p> <p>4 form; calls for speculation. You</p> <p>5 may answer.</p> <p>6 A. I don't know.</p> <p>7 Q. Well, you were a partner?</p> <p>8 A. Yeah, I am a partner.</p> <p>9 Q. As a partner, you worked at Davis &</p> <p>10 Polk for a number of years and you made a</p> <p>11 request to a member of the Associate</p> <p>12 Development Department that caused her to</p> <p>13 express a sentiment expressing concern. Would</p> <p>14 you agree with that?</p> <p>15 MS. WILLIAMS: Object...</p> <p>16 Sorry, Ms. Hudson. Object to the</p> <p>17 form of the question; misstates</p> <p>18 the document, mischaracterizes</p> <p>19 the document. You man answer.</p> <p>20 A. So I think as we've established in</p> <p>21 some of the earlier emails that you've</p> <p>22 introduced as exhibits, Rocio knew that</p> <p>23 Kaloma was working with me on this REDACTED</p> <p>24 REDACTED deal. In fact, he had been in</p> <p>25 direct contact with her, letting her know</p>	<p style="text-align: right;">Page 244</p> <p>1 S. Hudson</p> <p>2 A. His performance.</p> <p>3 REDACTED</p> <p>4 REDACTED</p> <p>5 REDACTED</p> <p>6 REDACTED</p> <p>7 REDACTED</p> <p>8 Q. Performance related to observations</p> <p>9 you made from having an opportunity to work</p> <p>10 on him for the few weeks he'd been in Capital</p> <p>11 Markets?</p> <p>12 A. Yes. I wanted to get the background</p> <p>13 of people who had worked with him in the</p> <p>14 first full year at the firm.</p> <p>15 Q. Is that the kind of request you make</p> <p>16 of every associate that you worked with at</p> <p>17 Capital Markets?</p> <p>18 MS. WILLIAMS: Object to the</p> <p>19 form. You may answer.</p> <p>20 A. This was an unusual situation</p> <p>21 because usually, a second-year associate</p> <p>22 would've already done a rotation in Capital</p> <p>23 Markets. And so there would've been someone,</p> <p>24 either me or other people in the group who</p> <p>25 would've worked with that person. Kaloma had</p>
<p style="text-align: right;">Page 243</p> <p>1 S. Hudson</p> <p>2 that he was working on this deal with me. And</p> <p>3 I don't know exactly when the deal started</p> <p>4 but I believe some of the earlier emails</p> <p>5 indicated that we were working on it in the</p> <p>6 prior week and over the weekend.</p> <p>7 So on Monday, after at least several</p> <p>8 days of working on this transaction with</p> <p>9 Kaloma, I asked to see his review folder and</p> <p>10 she was probably asking... I'm going to</p> <p>11 speculate here, but she knew I was working</p> <p>12 with him and I asked for his review folder</p> <p>13 and she probably might've been asking, "Is</p> <p>14 there a performance issue with him working on</p> <p>15 your deal?"</p> <p>16 Q. Well, your response is, to her</p> <p>17 question, "Is everything okay," your response</p> <p>18 is, "Yes. I just want to have a read on the</p> <p>19 situation. Thanks." Right?</p> <p>20 A. I'm not obligated to tell Rocio</p> <p>21 every single thing that I'm thinking or what</p> <p>22 my concerns are. That's not how that</p> <p>23 operated.</p> <p>24 Q. Well, what situation were you</p> <p>25 referring to?</p>	<p style="text-align: right;">Page 245</p> <p>1 S. Hudson</p> <p>2 not done a rotation in Capital Markets. He</p> <p>3 was at the beginning of his second year and</p> <p>4 no one in my group had worked with him. I</p> <p>5 didn't have any context. So the fact that he</p> <p>6 was in the department at the time was a</p> <p>7 little unusual.</p> <p>8 Q. So was your goal to get background</p> <p>9 related to Mr. Cardwell's prior experiences</p> <p>10 at the firm?</p> <p>11 A. I think that --</p> <p>12 MS. WILLIAMS: Object to the</p> <p>13 form.</p> <p>14 A. So I think that... Start over. I</p> <p>15 believe that based on this chronology, I had</p> <p>16 have made early observations and wanted to</p> <p>17 see if the things I had been observing had</p> <p>18 also been observed in his earlier performance</p> <p>19 reviews in his first two rotations.</p> <p>20 Q. And did you talk to anyone else to</p> <p>21 get a read of the situation?</p> <p>22 MS. WILLIAMS: Object to the</p> <p>23 form.</p> <p>24 A. So I didn't even talk to anyone</p> <p>25 here. I just asked for the reviews because I</p>

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<p style="text-align: right;">Page 246</p> <p>1 S. Hudson</p> <p>2 didn't know who he had worked with, so that</p> <p>3 was the most efficient way of learning what</p> <p>4 his performance reviews had been to date. And</p> <p>5 I don't recall speaking with anyone else</p> <p>6 about his performance at the time.</p> <p>7 Q. So did you talk to anyone who worked</p> <p>8 in the Associate Development Department about</p> <p>9 Mr. Cardwell at all around the time that you</p> <p>10 made this request to see his file?</p> <p>11 MS. WILLIAMS: Object to the</p> <p>12 form.</p> <p>13 A. I don't remember.</p> <p>14 Q. Ms. Hudson, the situation that</p> <p>15 you're testifying about and reflected in your</p> <p>16 email referred to the complaint that Mr.</p> <p>17 Cardwell made on September 30th, 2015, didn't</p> <p>18 it?</p> <p>19 MS. WILLIAMS: Object to the</p> <p>20 form; misstates testimony.</p> <p>21 A. No.</p> <p>22 Q. Is it your testimony that at the</p> <p>23 time that you sent this email to Rocio</p> <p>24 Clausen, you did not have any knowledge of</p> <p>25 the comments that Mr. Cardwell had made about</p>	<p style="text-align: right;">Page 248</p> <p>1 S. Hudson</p> <p>2 MS. WILLIAMS: Objection;</p> <p>3 lacks foundation. You may</p> <p>4 answer.</p> <p>5 A. I was unaware that others may have</p> <p>6 been aware of any comments that Mr. Cardwell</p> <p>7 had made.</p> <p>8 Q. In 2015?</p> <p>9 A. Sorry, yeah.</p> <p>10 Q. Ms. Hudson, is this your honest</p> <p>11 testimony, in all respects?</p> <p>12 A. Yes.</p> <p>13 MR. JEFFRIES: One moment.</p> <p>14 Zach, can we have a time check?</p> <p>15 CONCIERGE TECH: Six hours,</p> <p>16 58 minutes.</p> <p>17 Q. Ms. Hudson, has a level of honesty</p> <p>18 that you brought to your testimony today been</p> <p>19 the same level of honesty that you utilized</p> <p>20 in exercising and filling out Mr. Cardwell's</p> <p>21 June 2016 review?</p> <p>22 MS. WILLIAMS: Object to the</p> <p>23 form. You may answer.</p> <p>24 A. Yes.</p> <p>25 MR. JEFFRIES: I have no</p>
<p style="text-align: right;">Page 247</p> <p>1 S. Hudson</p> <p>2 discrimination? Is that your testimony?</p> <p>3 MS. WILLIAMS: Object to the</p> <p>4 form; lacks foundation, asked</p> <p>5 and answered. You may answer.</p> <p>6 A. I was not aware of any complaint</p> <p>7 made on September 30th or any other day.</p> <p>8 Q. Were you aware of any comments Mr.</p> <p>9 Cardwell had made about discrimination prior</p> <p>10 to the email that you sent to Rocio Clausen</p> <p>11 in which you said you wanted to get a read on</p> <p>12 the situation?</p> <p>13 MS. WILLIAMS: Objection;</p> <p>14 asked and... Excuse me. I didn't</p> <p>15 mean to interrupt. Go ahead.</p> <p>16 Q. Comments, not complaints.</p> <p>17 MS. WILLIAMS: Objection;</p> <p>18 asked and answered numerous</p> <p>19 times throughout the day. You</p> <p>20 may answer.</p> <p>21 A. I was not aware of any comments</p> <p>22 either.</p> <p>23 Q. Were you aware that others at the</p> <p>24 firm believed Mr. Cardwell made comments</p> <p>25 about bias in 2015?</p>	<p style="text-align: right;">Page 249</p> <p>1 CONFIDENTIAL</p> <p>2 further question.</p> <p>3 MS. WILLIAMS: I do have a</p> <p>4 few questions. Can we take a</p> <p>5 quick break?</p> <p>6 MR. JEFFRIES: Sure.</p> <p>7 (Whereupon, a short recess</p> <p>8 was taken.)</p> <p>9 (Back on the record.)</p> <p>10 DIRECT EXAMINATION</p> <p>11 BY MS. WILLIAMS:</p> <p>12 Q. Okay. I have a few questions. Can we</p> <p>13 just take... Thank you for your patience</p> <p>14 tonight Ms. Hudson. I just have a few more</p> <p>15 questions.</p> <p>16 A. Okay.</p> <p>17 Q. Do you recall Mr. Jeffries asking</p> <p>18 you some questions about the two performance</p> <p>19 reviews you wrote about Mr. Cardwell in 2016?</p> <p>20 A. Yes.</p> <p>21 Q. Ms. Hudson, did John Bick ever tell</p> <p>22 you what to say about Mr. Cardwell in any of</p> <p>23 his performance reviews you wrote in 2016?</p> <p>24 A. No. Absolutely not.</p> <p>25 Q. Did Mr. Bick ever attempt in any way</p>

<p style="text-align: right;">Page 250</p> <p>1 HIGHLY CONFIDENTIAL</p> <p>2 to influence what you said about Mr. Cardwell</p> <p>3 in his performance reviews in 2016?</p> <p>4 A. No. Absolutely not.</p> <p>5 Q. Did any other Davis Polk partner</p> <p>6 ever attempt to influence in any way, what</p> <p>7 you said about Mr. Cardwell in his 2016</p> <p>8 performance reviews?</p> <p>9 [REDACTED]</p> <p>10 [REDACTED]</p> <p>11 [REDACTED]</p> <p>12 [REDACTED]</p> <p>13 Q. In the June 2016 performance review</p> <p>14 that Mr. Jeffries was asking you about a</p> <p>15 little while ago, you stated that, quote, "On</p> <p>16 the [REDACTED] deal, diligence and other</p> <p>17 preparatory tasks were completed so slowly</p> <p>18 that a second junior associate needed to be</p> <p>19 staffed."</p> <p>20 Do you recall that?</p> <p>21 A. I do.</p> <p>22 Q. Sitting here today, do you remember</p> <p>23 instances on the [REDACTED] deal in which you</p> <p>24 became concerned that Mr. Cardwell was</p> <p>25 spending too much time or client money to</p>	<p style="text-align: right;">Page 252</p> <p>1 S. Hudson</p> <p>2 Zach do so.</p> <p>3 Zach, are you all right to</p> <p>4 put that up?</p> <p>5 CONCIERGE TECH: Yes.</p> <p>6 MS. SAPORTA: Thank you.</p> <p>7 MS. WILLIAMS: Let me just</p> <p>8 pull it up on my own.</p> <p>9 CONCIERGE TECH: If you'd</p> <p>10 like, with everybody's</p> <p>11 permission, I can upload this</p> <p>12 into the Jeffries Private folder</p> <p>13 on Exhibit Share and get this</p> <p>14 properly marked and introduced.</p> <p>15 MS. WILLIAMS: That would be</p> <p>16 great. Thank you.</p> <p>17 CONCIERGE TECH: I need...</p> <p>18 No opposition you said?</p> <p>19 MR. JEFFRIES: No.</p> <p>20 CONCIERGE TECH: Okay. Then</p> <p>21 with everybody's permission, I'm</p> <p>22 going to take this down really</p> <p>23 quick so that I can do that. In</p> <p>24 the marked exhibits folder,</p> <p>25 Exhibit 18. And I'm pulling it</p>
<p style="text-align: right;">Page 251</p> <p>1 S. Hudson</p> <p>2 complete a given task?</p> <p>3 A. Yes, I do.</p> <p>4 Q. All right. And what were those</p> <p>5 instances that you recall, sitting here</p> <p>6 today?</p> <p>7 [REDACTED]</p> <p>8 [REDACTED]</p> <p>9 [REDACTED]</p> <p>10 [REDACTED]</p> <p>11 [REDACTED]</p> <p>12 [REDACTED]</p> <p>13 [REDACTED]</p> <p>14 [REDACTED]</p> <p>15 [REDACTED]</p> <p>16 [REDACTED]</p> <p>17 [REDACTED]</p> <p>18 [REDACTED]</p> <p>19 [REDACTED]</p> <p>20 [REDACTED]</p> <p>21 MS. WILLIAMS: Sandra, could</p> <p>22 you please put up the document</p> <p>23 and we'll mark it as... I</p> <p>24 believe it's exhibit 18.</p> <p>25 MS. SAPORTA: Yes. I'll let</p>	<p style="text-align: right;">Page 253</p> <p>1 HIGHLY CONFIDENTIAL</p> <p>2 up again for you.</p> <p>3 (Whereupon, the witness was</p> <p>4 shown a document marked as</p> <p>5 Exhibit 18 for identification as</p> <p>6 of this date.)</p> <p>7 BY MS. WILLIAMS:</p> <p>8 Q. So Ms. Hudson, the document that's</p> <p>9 been marked as exhibit 18; the first page</p> <p>10 bears the Bates label DPWSDNY-95576, if you</p> <p>11 look down at the bottom of the first page,</p> <p>12 it's an email from Kaloma Cardwell to [REDACTED]</p> <p>13 [REDACTED] and a bunch of recipients, including you</p> <p>14 and Eric and Yolanda, from Davis Polk. And he</p> <p>15 says, "Attached, please find our comments to</p> <p>16 the S1." And then it goes on. And that email</p> <p>17 was sent at 4:03 AM, correct?</p> <p>18 A. Yes.</p> <p>19 Q. And that was on a Sunday at 4:03 AM</p> <p>20 --</p> <p>21 A. Yes.</p> <p>22 Q. -- on November 8th, correct?</p> <p>23 A. Yes.</p> <p>24 Q. And it looks like later that</p> <p>25 morning, at 11:23, you write, "Why do you</p>

<p style="text-align: right;">Page 254</p> <p>1 S. Hudson</p> <p>2 think he was up until 4:03 AM working on</p> <p>3 this? I think he could've just included my</p> <p>4 comments rather than copying them over if</p> <p>5 that's what took him so long."</p> <p>6 And Ms. Hudson, it doesn't say this</p> <p>7 in the email, but was that an email that you</p> <p>8 wrote to Eric Lee?</p> <p>9 A. Yes.</p> <p>10 Q. His email address isn't in the</p> <p>11 recipient list. And Eric responded at 12:17</p> <p>12 PM on November 8th, "He and I chatted. I was</p> <p>13 worried about his losing sleep when deal</p> <p>14 didn't require it just now. Personal working</p> <p>15 style. I try to make it a point not to have</p> <p>16 unnecessary sleep lost." Is that right?</p> <p>17 A. Yes.</p> <p>18 Q. And is this email representative of</p> <p>19 the example that you were just describing</p> <p>20 where you thought that Mr. Cardwell was</p> <p>21 copying over comments and working slowly, and</p> <p>22 taking too long to complete tasks that were</p> <p>23 given to him?</p> <p>24 A. Yes. And I think this is an example</p> <p>25 of where I picked up on it, as did Eric, as</p>	<p style="text-align: right;">Page 256</p> <p>1 S. Hudson</p> <p>2 when you say, "May I please be sent a folder</p> <p>3 of his reviews, starting at DPW?" And the</p> <p>4 subject line of that email is, "Kaloma,"</p> <p>5 right?</p> <p>6 A. Yes.</p> <p>7 Q. So on November 8th, 2015, you were</p> <p>8 concerned that Mr. Cardwell is completing</p> <p>9 tasks slowly and up til 4:03 AM and copying</p> <p>10 over comments when there was no need to do</p> <p>11 that and that was taking too long to complete</p> <p>12 the task, correct?</p> <p>13 A. Yes.</p> <p>14 MR. JEFFRIES: Objection.</p> <p>15 Q. And the following day, you then</p> <p>16 request Mr. Cardwell's performance reviews,</p> <p>17 correct?</p> <p>18 MR. JEFFRIES: Objection.</p> <p>19 A. Yes.</p> <p>20 MS. WILLIAMS: Okay. I have</p> <p>21 nothing further.</p> <p>22 MR. JEFFRIES: Just have a</p> <p>23 few moments?</p> <p>24 MS. WILLIAMS: Mr. Jeffries,</p> <p>25 I'll allow you to ask a few</p>
<p style="text-align: right;">Page 255</p> <p>1 CONFIDENTIAL</p> <p>2 evidenced by the fact that Eric had already</p> <p>3 called him to ask him why he had done that.</p> <p>4 Q. And is this example illustrative of</p> <p>5 the... Is it an example of the types of</p> <p>6 things you were concerned about and where he</p> <p>7 was working too slowly, that caused you to</p> <p>8 need to bring on another junior associate to</p> <p>9 the Summit deal?</p> <p>10 A. Yes.</p> <p>11 MR. JEFFRIES: Objection to</p> <p>12 form.</p> <p>13 A. Sorry. Yes.</p> <p>14 Q. Okay. And so you became aware of</p> <p>15 this particular example, with copying over</p> <p>16 the comments and that you're concerned about</p> <p>17 him doing it at 4:03 AM, that was on November</p> <p>18 8th, 2015, correct?</p> <p>19 A. Yes.</p> <p>20 Q. Okay. I'd like to pull back up</p> <p>21 please, exhibit 17. If you could zoom in at</p> <p>22 that, please. And if you look down, this is</p> <p>23 the document you were just looking at with</p> <p>24 Mr. Jeffries a few moments ago. And it's a</p> <p>25 November 9th email from you to Rocio Clausen</p>	<p style="text-align: right;">Page 257</p> <p>1 S. Hudson</p> <p>2 questions. You are out of time.</p> <p>3 You did use all of your seven</p> <p>4 hours, so I would ask that you</p> <p>5 keep this very, very brief and</p> <p>6 obviously, limited to the scope</p> <p>7 of my redirect just now.</p> <p>8 MR. JEFFRIES: Yes</p> <p>9 counselor. I will very much do</p> <p>10 that. Just one moment.</p> <p>11 FURTHER EXAMINATION</p> <p>12 BY MR. JEFFRIES:</p> <p>13 Q. Did you review any documents during</p> <p>14 the break; the break that we took immediately</p> <p>15 before you were examined by your counsel?</p> <p>16 A. No.</p> <p>17 MR. JEFFRIES: Well, no</p> <p>18 further questions.</p> <p>19 MS. WILLIAMS: I would just</p> <p>20 like to note for the record, my</p> <p>21 understanding is that the</p> <p>22 deposition transcript will be</p> <p>23 designated as highly</p> <p>24 confidential for 30 days, under</p> <p>25 the terms of the protective</p>

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